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CHARLES L. HOWORTH, JR.  
EXECUTIVE SECRETARY

September 17, 1999

Mr. David Waddell, Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243

Re: Tariff for Contract Service Arrangement TN99-4663-00  
Docket No. 99-00600

Dear Mr. Waddell:

This letter confirms that the customer's agreement to pay the difference between the actual billed revenue for its V&T Eligible Services and its contract revenue commitment as set forth in Section VI of the CSA, does not apply upon the customer's early termination of the CSA. The customer must pay only the amount calculated in accordance with Section X upon early termination of the CSA.

Thus, as an example, if Section X requires a payment of \$70,000 upon early termination of the CSA, the customer will pay only \$70,000 upon early termination of the CSA. This is true even if at the time of the early termination, the customer's actual billed revenue for its V&T Eligible Services is \$800,000 below its contract revenue commitment.

As indicated by the signature below, the customer agrees that this letter confirms its understanding of the manner in which termination liability charges are calculated under this CSA.

Very truly yours,

  
Charles L. Howorth, Jr.

CLH/jem

**FILE**

I have reviewed this letter and acknowledge that it accurately reflects my understanding, on behalf of the Customer, of the terms and conditions of this CSA.

FDX International Transmission Corporation

By: Glenn Davis

Title: V.P. Business Services